



CORPORATION SERVICE COMPANY

RECORDATION NO. 25850 FILED

SEP 27 '05

10-45 AM



September 26, 2005

SURFACE TRANSPORTATION BOARD

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 - Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 147713-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 17, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **CANADIAN NATIONAL RAILWAY**  
935 De La Gauchetiere Street West Montreal, QE H3B2M9

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CANADIAN NATIONAL RAILWAY** covering 10 gondolas with reporting marks and numbers – CEFX 42921 – CEFX 43223 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 17<sup>th</sup> day of December, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CANADIAN NATIONAL RAILWAY, a Canadian corporation, with an address at 935 de La Gauchetiere St. West, Montreal, QE H3B2M9 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of July 30, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Jane M Wickham  
Name: Jane M Wickham  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANADIAN NATIONAL RAILWAY

By: John Lamont  
Name: John Lamont  
Title: Sr. Manager

# Schedule A

Number of Cars		Equipment Description
10		4,400 C.F. or greater aluminum coal gondola
1	CEFX	42921
2	CEFX	42946
3	CEFX	42957
4	CEFX	43003
5	CEFX	43015
6	CEFX	43166
7	CEFX	43180
8	CEFX	43199
9	CEFX	43221
10	CEFX	43223